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9 Counsel for Plaintiff  
10 IRA for the Benefit of Karl Graulich

11 UNITED STATES DISTRICT COURT  
12 NORTHERN DISTRICT OF CALIFORNIA

13 IRA FOR THE BENEFIT OF KARL  
14 GRAULICH, derivatively on behalf of  
15 ZYNGA, INC.,

16 Plaintiff,

17 -against-

18 MARK PINCUS, JOHN SCHAPPERT,  
19 WILLIAM GORDON, REID HOFFMAN,  
20 JEFFREY KATZENBERG, STANLEY J.  
21 MERESMAN, SUNIL PAUL, OWEN VAN  
22 NATTA, MARK VRANESH, DAVID M.  
23 WEHNER, REGINALD D. DAVIS, and  
24 CADIR B. LEE,

25 Defendants,

26 -and-

27 ZYNGA, INC.,

28 Nominal Defendant.

No. C-12-04327-JSW

**[PLAINTIFF GRAULICH'S  
~~PROPOSED~~ PRETRIAL ORDER  
NO. 1 CONSOLIDATING  
DERIVATIVE ACTIONS AND  
APPOINTING A LEADERSHIP  
STRUCTURE FOR PLAINTIFFS**

Date: February 15, 2013  
Time: 9:00 a.m.  
Courtroom: 11, 19<sup>th</sup> Floor

Judge: Hon. Jeffrey S. White

1 MARCUS ALBIN, derivatively on behalf of  
2 ZYNGA INC.,

3  
4 Plaintiff,

5 -against-

6 MARK PINCUS, CADIR LEE, REID  
7 HOFFMAN, OWEN VAN NATTA, DAVID M.  
8 WEHNER, MARK VRANESH, JOHN  
9 SCHAPPERT, REGINALD D. DAVIS,  
10 WILLIAM GORDON, JEFFREY  
11 KATZENBERG, STANLEY J. MERESMAN,  
12 SUNIL PAUL, and JEFF KARP,

13 Defendants,

14 -and-

15 ZYNGA, INC.,

16 Nominal Defendant.

No. C-12-04330-MMC

17 STACEY BARRON, derivatively on behalf of  
18 ZYNGA, INC.,

19 Plaintiff,

20 -against-

21 MARK PINCUS, DAVID M. WEHNER,  
22 MARK VRANESH, CADIR LEE, REGINALD  
23 D. DAVIS, JEFF KARP, REID HOFFMAN,  
24 WILLIAM GORDON, OWEN VAN NATTA,  
25 JEFFREY KATZENBERG, STANLEY J.  
26 MERESMAN, SUNIL PAUL, and JOHN  
27 SCHAPPERT,

28 Defendants,

-and-

ZYNGA, INC.,

Nominal Defendant.

No. C-12-04547-DMR

1 JENNA WEBER, derivatively on behalf of  
2 ZYNGA INC.,

3 Plaintiff,

4 -against-

5 MARK PINCUS, WILLIAM GORDON, REID  
6 HOFFMAN, JEFFREY KATZENBERG,  
7 STANLEY J. MERESMAN, SUNIL PAUL,  
8 ELLEN F. SIMINOFF, OWEN VAN NATTA,  
9 JOHN SCHAPPERT, MARK VRANESH,  
10 DAVID M. WEHNER, REGINALD D. DAVIS,  
11 and CADIR LEE,

12 Defendants,

13 -and-

14 ZYNGA, INC.,

15 Nominal Defendant.

No. C-12-04684-LB

WHEREAS, there are presently four shareholder derivative actions against certain officers and directors of Zynga, Inc. ("Zynga" or the "Company") on file in this Court;

WHEREAS, the four Zynga shareholder derivative actions arise out of the same alleged transactions and occurrences and involve the same or substantially similar alleged issues of fact and law, and, therefore, should be consolidated for all purposes;

WHEREAS, cross-motions have been filed by Plaintiffs Albin and Graulich seeking an Order consolidating these actions and appointing a leadership structure to manage the consolidated action (the "Consolidated Action"); and

WHEREAS, the Court has considered the motion papers submitted and for good cause shown:

\* \* \*

Now, therefore, the Court ORDERS as follows:

# **I. CONSOLIDATION OF SHAREHOLDER DERIVATIVE ACTIONS**

have already been  
The following actions ~~are hereby~~ consolidated for all purposes, including pre-trial proceedings and trial, pursuant to Fed. R. Civ. P. 42(a):

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>IRA for the Benefit of Karl Graulich v. Pincus et al.</i>	C-12-04327-JSW	August 16, 2012
<i>Marc Albin v. Pincus et al.</i>	C-12-04330-MMC	August 16, 2012
<i>Stacey Barron v. Pincus et al.</i>	C-12-04547-DMR	August 30, 2012
<i>Jenna Weber v. Pincus et al.</i>	C-12-04684-LB	September 7, 2012

The above-captioned actions shall be referred to herein as the "Consolidated Action."  
The Consolidated Action, as referenced herein, includes subsequently filed or transferred cases that are consolidated into the Consolidated Action.

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

1 || **III. MASTER DOCKET**

15 || **IV. PLEADINGS AND MOTIONS**

27 [PROPOSED] PRETRIAL ORDER NO. 1 CONSOLIDATING DERIVATIVE ACTIONS AND  
APPOINTING LEADERSHIP STRUCTURE FOR PLAINTIFFS

**V. ORGANIZATION OF COUNSEL**

Lead Counsel for plaintiffs in this Consolidated Action are:

HARWOOD FEFFER LLP  
ROBERT I. HARWOOD  
SAMUEL K. ROSEN  
488 Madison Avenue  
New York, NY 10022  
Telephone: (212) 935-7400

Lead Counsel shall have authority to speak for plaintiffs in all matters concerning the prosecution and resolution of the Consolidated Action, including with respect to pre-trial procedure, motion practice and discovery, trial, and settlement negotiations. Defendants' counsel may rely upon agreements made with Lead Counsel and such agreements shall be binding on all plaintiffs.

Lead Counsel shall be responsible on behalf of all plaintiffs for all matters concerning the prosecution and resolution of the Consolidated Action, including (a) setting policy for plaintiffs for the prosecution of this litigation; (b) delegating and monitoring the work performed by plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense; (c) coordinating, on behalf of plaintiffs, the initiation, response, scheduling, briefing and argument of all motions, and the initiation and conduct of all discovery proceedings; (d) designating attorneys to appear at hearings and conferences; (e) determining the timing and substance of any settlement negotiations with defendants; and (f) providing supervision and coordination of the activities of plaintiffs' counsel. Lead Counsel shall coordinate all activities and appearances on behalf of plaintiffs and shall be responsible for the dissemination of notices and orders of this Court. Lead Counsel shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of the Consolidated Action and to avoid duplicative or unproductive effort. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiffs except through plaintiffs' Lead Counsel.

1 Lead Counsel also shall be available and responsible for communications to and from this  
2 Court, including distributing orders and other directions from the Court to counsel. Lead  
3 Counsel shall be responsible for creating and maintaining a master service list of all parties and  
4 their respective counsel. Service on Lead Counsel shall be sufficient as notice to Plaintiffs in  
5 this action.

6 Liaison Counsel for plaintiffs in this Consolidated Action is:

7 BRAMSON, PLUTZIK, MAHLER & BIRKHAUSER LLP  
8 ALAN PLUTZIK  
9 2125 Oak Grove Road  
10 Walnut Creek, CA 94598  
(925) 945-0200  
(925) 945-8792 (fax)

11 **VI. NEWLY FILED OR TRANSFERRED ACTIONS**

12 This Order shall apply to each case arising out of the same or substantially the same  
13 transactions or events as these cases, which is subsequently filed in or transferred to this Court.

14 When a case which properly belongs as part of the *In re Zynga, Inc. Derivative*  
15 *Litigation*, Lead Case No. 12-04327, is hereafter filed in this Court or transferred here from  
16 another court, this Court requests the assistance of counsel in calling to the attention of the clerk  
17 of the Court the filing or transfer of any case which might properly be consolidated as part of the  
18 Consolidated Action and counsel are to assist in assuring that counsel in subsequent actions  
19 receive notice of this Order. The hearing date of February 15, 2013 is HEREBY VACATED.  
See N.D. Civ. L.R. 7-1(b).

20 IT IS SO ORDERED.

21  
22 Date: January 23, 2013

  
23 HONORABLE JEFFREY S. WHITE  
24 UNITED STATES DISTRICT JUDGE  
25  
26  
27  
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